

01-11-1999

To the Honorable Commissioner

1. Name of conveying party(ies):

Ashland Inc.

100938346

- Individual(s)
- General Partnership
- Corporation-State - Kentucky
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 5, 1998

the attached original documents or copy thereof

and address of receiving party(ies):

Marathon Ashland Petroleum LLC

Internal Address:

Street Address: 539 South Main Street

City: Findlay State: OH ZIP: 45840

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State - Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No

(Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

see attached list
Total (6)

B. Trademark registration No.(s)

see attached list
Total (80)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Patricia A. Fredrick

Internal Address: Ashland Inc

Street Address: 3499 Blazer Parkway

LA 4-N

City: Lexington State: KY ZIP: 40509

6. Total number of applications and registrations involved

86

7. Total fee (37 CFR 3.41): \$ 2,165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if service by deposit account)

DO NOT USE THIS SPACE

12-15-1998

U.S. Patent & TMO/TM Mail Rpt Dt. #70

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Patricia A. Fredrick
Name of Person Signing

Patricia A. Fredrick
Signature

12-15-98
Date

Total number of pages comprising cover sheet

3

TRADEMARK

REEL: 1838 FRAME: 0166

MP 12-15-98

08/1999 JWB/0017

FL:481
FL:482

PENDING APPLICATIONS NUMBERS

75/391016
75/306121
75/390999
75/390997
75/390998
75/472101

REGISTRATION NUMBERS

807055 1539700
939482 917418
933014 1667755
1304607 1613160
1827731 1922447
2010729 1999178
2092359 1972743
2092362 1784311
1029839 1329129
2034317 1467573
2014527 1506182
1464200 1467865
1444776 1463567
1796222 1467914
1293423 1468375
892659 1786906
825487 1932089
904114 1945292
1069247 1481137
1495389 1502750
775636 1979751
1537154 1565394
1538628 1261305
1253206 1763064
1583253 1342994
1979753 1421316
2021362 1341205
1979752 1346553
1779121 1561511
2040035 1497976
1360039 1759188
1470966 1788473
1862921 1987367
770570 1294833
770620 1465184
2013616
1360038
1981458
1200800
385324
1019796
1019795
1728678
956676
1123121

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT, dated the 5th day of October, 1998 is from Ashland Inc., a Kentucky corporation having an office and place of business at 1000 Ashland Drive, Russell, Kentucky 41169, (hereinafter called "ASSIGNOR"), to Marathon Ashland Petroleum, L.L.C., a Delaware Limited Liability Company having an office and place of business at ~~3460 Blazer Parkway, Lexington, Kentucky 40512~~ (hereinafter called "ASSIGNEE"). 539 South Main Street, Findlay, Ohio 45840

WITNESSETH:

WHEREAS, ASSIGNOR owns the right, title and interest in and to the trademarks and service marks (hereinafter collectively called the "Marks") listed on the attached Exhibit A;

NOW THEREFORE, ASSIGNOR, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, does hereby agree to and does assign and transfer unto ASSIGNEE, its successors and assigns forever, all ASSIGNOR's right, title and interest in and to the Marks adopted and used by ASSIGNOR to distinguish its goods and services from those of others, together with the good will and the business symbolized by and connected therewith, including the right to use and rely upon ASSIGNOR's use of the Marks in the course of carrying out ASSIGNOR's business under the Marks of ASSIGNOR, including, but not limited to, any of its affiliates, subdivisions or subsidiaries.

IN WITNESS WHEREOF, the parties hereto have executed this ASSIGNMENT.

ASHLAND INC.

MARATHON ASHLAND
PETROLEUM L L C



JMB

By: Joh C Buhl

By: D. Daniel Gillin

Title: Administrative Vice President

Title: Executive Vice President

Date: September 9, 1998

Date: October 1, 1998